

**DECLARATION AND POWER OF ATTORNEY - USA PATENT APPLICATION**

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below next to my name;

I believe I am an original, first and sole inventor of the subject matter which is claimed and for which a patent is sought on the invention entitled **METHOD AND APPARATUS FOR PROCESSOR CODE OPTIMIZATION USING CODE COMPRESSION**; the specification of which was filed March 14, 2001 as Application Serial No. 09/808,469.

I hereby state that I have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment referred to above;

I acknowledge the duty to disclose information which is material to patentability as defined in Title 37, Code of Federal Regulations, § 1.56;

I hereby claim the benefit under Title 35, United States Codes § 119(e) of any United States provisional application(s) as follows: Provisional Application Serial No. 60/189,522 filed March 15, 2000

I hereby revoke any previous powers of attorney in the subject application, and hereby appoint the registrants of GAZDZINSKI & ASSOCIATES, 3914 Murphy Canyon Road, Suite A232, San Diego, California 92123, Telephone (858) 505-1166, including Robert F. Gazdzinski, Registration Number 39,990, as its attorneys with full power of substitution and revocation to prosecute this application and to transact all business in the U.S. Patent and Trademark Office connected herewith.

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful, false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of first inventor: **Peter Warnes**

Inventor's signature P. Warnes

Date 4th July 2001

Residence: 12a Walpole Road, East Ham, London E6 1 AR, United Kingdom

Citizenship: UNITED KINGDOM

Post Office Address: Same as above.

Send Correspondence To:

Robert F. Gazdzinski, Esq.
Gazdzinski & Associates
3914 Murphy Canyon Road, Suite A232
San Diego, CA 92123
Telephone No. 858-505-1166
Facsimile No. 858-505-1168

ASSIGNMENT

WHEREAS, I, Peter Warnes, hereinafter referred to as the assignor, residing at 12a Walpole Road, East Ham, London E6 1AR, United Kingdom, am the sole inventor of certain new and useful improvements in **METHOD AND APPARATUS FOR PROCESSOR CODE OPTIMIZATION USING CODE COMPRESSION**;

[X] for which an application for a United States Patent was filed March 14, 2001 and assigned Serial No. 09/808,469, which claims priority benefit to provisional patent application Serial No. 60/189,522, filed March 15, 2000; and;

WHEREAS, ARC INTERNATIONAL PLC (formerly ARC Cores Limited), hereinafter referred to as the assignee, a United Kingdom Corporation, with its principal place of business at ARC House – Waterfront Business Park, Elstree Road, Elstree, Herts, United Kingdom, WD6 3BS is desirous of acquiring the entire right, title and interest in and to the said new and useful improvements and in and to the said application, and in, to and under any and all Letters Patent which may be granted on or as a result thereof in any and all countries:

NOW, THEREFORE, for and in consideration of the sum of One Dollar (\$1.00) to me in hand paid by said assignee, and other good and valuable consideration, the receipt of which is hereby acknowledged, I, the said assignor, have sold, assigned, transferred and set over, and by these presents do hereby sell, assign, transfer and set over to said assignee, the entire right, title and interest in and to said new and useful improvements and said application and any and all continuations, divisions and renewals of and substitutes for said application, and in, to and under any and all Letters Patent which may be granted on or as a result thereof in the United States and any and all other countries, and any reissue or reissues or extension or extensions of said Letters Patent, and assign to and authorize said assignee, to file in my name applications for Letters Patent in all countries, the same to be held and enjoyed by said assignee, its successors, assigns, nominees or legal representatives, to the full end of the term or terms for which said Letters Patent respectively may be granted, reissued or extended, as fully and entirely as the same would have been held and enjoyed by me had this assignment, sale and transfer not been made.

AND I hereby covenant that I have full right to convey the entire interest herein assigned, and that I have not executed and will not execute any agreement in conflict herewith, and I further covenant and agree that I will each time request is made and without undue delay, execute and deliver all such papers as may be necessary or desirable to perfect the title to said new and useful improvements, said application and said Letters Patent to said assignee, its successors, assigns, nominees, or legal representatives, and I agree to communicate to said assignee or to its nominee all known facts respecting said new and useful improvements, said application and said Letters Patent, to testify in any legal proceedings, to sign all lawful papers, to execute all disclaimers and divisional, continuing, reissue and foreign applications, to make all rightful oaths, and generally to do everything possible to aid said assignee, its successors, assigns, nominees and legal representatives to obtain and enforce for its or their own benefit proper patent protection for said new and useful improvements in any and all countries.

AND I hereby authorize and request the Commissioner of Patents and Trademarks of the United States and any official of any country or countries foreign to the United States whose duty it is to issue patents on applications as aforesaid, to issue to said assignee, as assignee of the entire right, title and interest, any and all Letters Patent for said new and useful improvements, including any and all Letters Patent of the United States which may be issued and granted on or as a result of the application aforesaid, in accordance with the terms of this assignment.

IN WITNESS WHEREOF, we have hereunto set our hands and seals.

P. Warnes
Peter Warnes

UNITED KINGDOM
State of _____ SS:

County of Hertfordshire

COPY

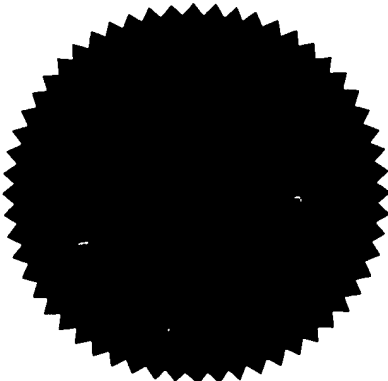
On 4th July 2001 before me, GUY. DAVID-ALAN ELGOOD personally appeared Peter Warnes personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Seal

Guy D. Elgood
Notary Public

Guy D. A. Elgood
16 Shenley Road
Borehamwood
Herts. WD6 1DN
Notary Public



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ARC.015A

PATENT

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicants : Peter Warnes)
Serial No. : 09/808,469)
Filed : March 14, 2001)
For : **METHOD AND APPARATUS FOR**)
PROCESSOR CODE)
OPTIMIZATION USING CODE)
COMPRESSION)
Examiner : Unknown)

ESTABLISHMENT OF RIGHT OF ASSIGNEE TO TAKE ACTION
AND
REVOCATION AND POWER OF ATTORNEY

Assistant Commissioner for Patents
Washington, D.C. 20231

Dear Sir:

The undersigned is empowered to act on behalf of the assignee below (the "Assignee"). A true copy of the original Assignment of the above-captioned application from the inventor(s) to the Assignee is attached hereto. This Assignment represents the entire chain of title of this invention from the Inventors to the Assignee.

I declare that all statements made herein are true, and that all statements made upon information and belief are believed to be true, and further, that these statements were made with the knowledge that willful, false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. § 1001, and that willful, false statements may jeopardize the validity of the application, or any patent issuing thereon.

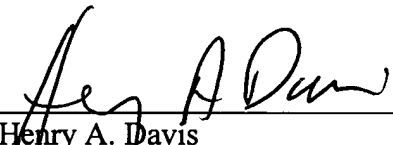
App. No. : 09/808,469
Filed : March 14, 2001

The undersigned hereby revokes any previous powers of attorney in the subject application, and hereby appoints the registrants of GAZDZINSKI & ASSOCIATES, 3914 Murphy Canyon Road, Suite A232, San Diego, California 92123, Telephone (858) 505-1166, including Robert F. Gazdzinski, Registration Number 39,990, as its attorneys with full power of substitution and revocation to prosecute this application and to transact all business in the U.S. Patent and Trademark Office connected herewith. This appointment is to be to the exclusion of the inventor and his attorney(s) in accordance with the provisions of 37 C.F.R. § 3.71.

ARC International plc

Dated: 13 July 2001

By:


Henry A. Davis
Vice President of Intellectual Property
ARC Cores, Inc.
2131 Delaware Avenue, Suite E
Santa Cruz, CA 95060